

EXHIBIT 40

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1 UNITED STATES DISTRICT COURT
2 DISTRICT OF NEVADA
3 Case No. 2:10 CV 0106 LRH PAL

4
5 ORACLE USA, INC., a Colorado)
6 corporation, ORACLE AMERICA, INC.,)
7 a Delaware corporation; and ORACLE)
8 INTERNATIONAL CORPORATION, a)
9 California corporation,)
10 Plaintiff,)
11 v.)
12 RIMINI STREET, INC., a Nevada)
13 corporation; and SETH RAVIN, an)
14 individual,)
15 Defendant.)
16
17
18

19 DEPOSITION OF DOUGLAS W. BARON
20 Washington, D.C.

21 May 10, 2011

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23
24 Reported by: Mary Ann Payonk, RDR CRR
25 Job No. 38748

<p>1 2 3 4 5 May 10, 2011 6 9:34 a.m. 7 8 Deposition of DOUGLAS W. BARON, held at 9 the law offices of Boies, Schiller & Flexner, 10 5301 Washington Ave., N.W., Washington, D.C., 11 pursuant to Notice before Mary Ann Payonk, a 12 Certified Realtime Reporter and notary public 13 of the District of Columbia. 14 15 16 17 18 19 20 21 22 23 24 25</p>	<p>Page 2</p> <p>1 APPEARANCES: 2 ON BEHALF OF PLAINTIFF: 3 KIERAN P. RINGGENBERG, ESQUIRE 4 ALEXIS LOEB, ESQUIRE 5 BOIES, SCHILLER & FLEXNER LLP 6 1999 Harrison Street 7 Suite 900 8 Oakland, CA 94612 9 10 ON BEHALF OF DEFENDANT: 11 ROBERT H. RECKERS, ESQUIRE 12 RYAN DYKAL, ESQUIRE 13 SHOOK, HARDY & BACON L.L.P. 14 600 Travis Street, Suite 1600 15 Houston, TX 77002 16 17 ALSO PRESENT: 18 Conway Barker, Legal Video Specialist 19 Christopher Pickett, Vice President, 20 Legal Affairs, Rimini Street 21 David Ray, Elysium Digital 22 23 24 25</p> <p>Page 4</p> <p>1 D. Baron 2 THE VIDEOGRAPHER: This is the 3 beginning of tape labeled number 1 in 4 the video deposition of Douglas W. Baron 5 in the matter of Oracle U.S.A., 6 Incorporated et al versus Rimini Street, 7 Incorporated, et al, in the 8 United States District Court for the -- 9 of Nevada, Case Number 10 2:10-CV-00106-LRH-PAL. 11 This deposition is being held at 12 Boies, Schiller, 5301 Wisconsin Avenue, 13 Northwest, Washington, D.C., on May 10, 14 2011, approximately at 9:34. 15 Would counsel please identify 16 yourselves and state whom you represent? 17 MR. RINGGENBERG: Kieran 18 Ringgenberg, Boies Schiller Flexner, for 19 the plaintiffs. 20 MS. LOEB: Alexis Loeb from Boies, 21 Schiller & Flexner, also for the 22 plaintiffs. 23 MR. PICKETT: Chris Pickett, vice 24 president, legal affairs, Rimini Street. 25 MR. DYKAL: Ryan Dykal, Shook,</p>
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<p style="text-align: right;">Page 6</p> <p>1 D. Baron 2 briefly off the record, but could you just 3 state your name for the record, please? 4 A. Douglas Baron. 5 Q. And you currently work for Rimini 6 Street; is that right? 7 A. I do work for Rimini Street. 8 Q. Could you give me your professional 9 background before you joined Rimini Street? 10 A. Are you interested in prior companies 11 that I worked for? 12 Q. Please. 13 A. Okay. Before joining Rimini Street, 14 I worked for a company called TomorrowNow. 15 Before working for TomorrowNow, I worked for 16 PeopleSoft/Oracle. Before that, I worked for a 17 company called American Management Systems. 18 Q. What'd you do at American Management 19 Systems? 20 A. I was a programmer. I also 21 eventually became a manager of other 22 programmers while I was there. 23 Q. What language is -- what -- what type 24 of development did you oversee there? 25 A. At American Management Systems?</p>	<p style="text-align: right;">Page 7</p> <p>1 D. Baron 2 Q. Correct. 3 A. This was primarily COBOL programming. 4 Q. How long were you at 5 PeopleSoft/Oracle? 6 A. I was at PeopleSoft/Oracle for 7 approximately seven and a half years. 8 Q. And did you work on anything other 9 than PeopleSoft applications? 10 A. I was not a PeopleSoft developer when 11 I was with PeopleSoft/Oracle. 12 Q. What did you do? 13 A. I was a technical consultant, 14 traveling consultant. 15 Q. And did you consult on -- primarily 16 on PeopleSoft issues? 17 A. Primarily on PeopleSoft issues, that 18 is correct. 19 Q. So what types of things did you do? 20 Just kind of give me an example, maybe. 21 A. Troubleshooting. Resolving issues 22 related to performance. In some instances, I 23 might do a minor upgrade or a minor install. 24 Q. How did you come to join TomorrowNow? 25 A. I was in communication with a prior</p>
<p style="text-align: right;">Page 8</p> <p>1 D. Baron 2 coworker, George Lester, and he described 3 TomorrowNow. And I decided at one point in 4 time that I would leave Oracle and join 5 TomorrowNow. 6 Q. And did you work there from '05 to 7 '06? Is that correct? 8 A. At -- at TomorrowNow? 9 Q. Right. 10 A. It was a nine-month period, and it 11 did go from either December or January 12 2005/2006 to October of 2006. 13 Q. And you joined Rimini Street in 14 October of 2006? 15 A. That is correct. 16 Q. And did Mr. -- did Mr. Lester invite 17 you to -- to join Rimini Street? 18 A. He actually told me that he was 19 leaving TomorrowNow. He -- I asked him where 20 he was going. He described where he was going, 21 and it sounded interesting. 22 And then at that point, he put me in 23 touch with Dennis Chiu, if I was interested in 24 interviewing with Rimini Street. And so I 25 interviewed with Dennis Chiu, and then from</p>	<p style="text-align: right;">Page 9</p> <p>1 D. Baron 2 there, I became more interested and accepted an 3 offer. 4 Q. Did he tell you why he was leaving? 5 That is, Mr. Lester. 6 A. I know one thing that was important 7 to him at the time was that he would be getting 8 a more senior role within Rimini Street than 9 what he had at TomorrowNow. 10 Q. Did he relay any other reason to you 11 why he was moving from -- 12 A. I believe -- 13 Q. -- TomorrowNow? 14 A. -- that was the primary thing that he 15 described to me. 16 Q. I -- I did not -- usually -- in 17 depositions, I usually do but did not do the 18 ground rules, and it probably would be helpful. 19 I'm going to ask questions. You're 20 going to answer them. It's important that we 21 not talk over each other because the court 22 reporter's trying to write everything down. 23 I have trouble, and I will probably 24 interrupt you at some point with a question. 25 I'll do my best not to. It's important that</p>

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1 D. Baron
2 you do your best to wait for my questions to be
3 complete even before answering --

4 A. Understood.

5 Q. -- even if you know what I'm going to
6 say, which you probably will.

7 If you need to take a break at any
8 time, just let me know. We need to do that
9 without a question pending, but if you finish
10 your answer and you want to take a break, let
11 us know and we will try to accommodate you.

12 Is there any reason why you can't
13 give your best testimony today? Any health
14 reason? On medication? Anything like that?

15 A. No, not to my knowledge.

16 Q. What has your role been at Rimini
17 Street?

18 A. My initial role at Rimini Street was
19 to set up the first few PeopleSoft environments
20 for our first few customers. That was my very
first role.

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6 A. At TomorrowNow, I was a technical
support engineer.

7 Q. So what -- what tasks did you -- were
8 you responsible for?

9 A. I was primarily responsible for
10 assisting primary support engineers when they
11 received a client case that was too technical
12 for them to handle, and then they would hand it
13 off to me.

14 Q. Were you involved at all in obtaining
15 material from Customer Connection or other
16 Oracle-operated databases or -- or websites
17 while you were at TomorrowNow?

18 A. No. I was not involved in that
19 activity while I was at TomorrowNow.

20 Q. Have you ever heard of a -- a program
21 called Titan that was used at TomorrowNow?

22 A. I've heard the name.

23 Q. But you didn't have any involvement
24 in its creation?

25 A. I had no involvement with Titan.

Q. And you created programs -- strike
that.

Rimini Street in your time has
supported three lines of applications from
Oracle, is that right? PeopleSoft, JD Edwards,
and Siebel. Was that correct?

1 D. Baron

2 A. I know at least those three are
3 supported by Rimini Street.

4 Q. And you built applications to obtain
5 information relating to each of those three
6 product lines; is that correct?

7 A. Yes, PeopleSoft, JD Edwards and some
8 Siebel was obtained using these extract
9 programs.

10 Q. Siebel is S-I-E -- S-I-E-B-E-L; is
11 that right?

A. As far as I know, that is correct.

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1 C E R T I F I C A T E

2 DISTRICT OF COLUMBIA:

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4 I, MARY ANN PAYONK, CRR-RDR, CBC, CCP,
5 CLR, shorthand reporter, do hereby certify:

6 That the witness whose deposition is
7 hereinbefore set forth was duly sworn, and that
8 such deposition is a true record of the
9 testimony given by such witness.

10 I further certify that I am not related
11 to any of the parties to this action by blood
12 or marriage, and that I am in no way interested
13 in the outcome of this matter.

14 IN WITNESS WHEREOF, I have hereunto set
15 my hand this 13th day of May, 2011.

16

17

Mary Ann Payonk

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MARY ANN PAYONK, CRR-RDR, CBC, CCP, CLR
Shorthand Reporter

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ERRATA SHEET

WITNESS NAME: Douglas W. Baron May 10, 2011

PAGE	LINE	CORRECTION AND REASON
5	19	BACON should be BARON

I, Douglas W. Baron, have read the foregoing deposition and hereby affix my signature that same is true and correct, except as noted above. (1 page of 2)

Date: 5/26/2011



Douglas W. Baron

ERRATA SHEET

WITNESS NAME: Douglas W. Baron May 10, 2011

I, Douglas W. Baron, have read the foregoing deposition and hereby affix my signature that same is true and correct, except as noted above. (2 pages of 2)

Date: 5/26/2011

Douglas W. Barry

Douglas W. Baron